

**FILED**

**JUN 30 2014**

**SECRETARY, BOARD OF  
OIL, GAS & MINING**

Steven F. Alder (0033)  
Douglas J. Crapo (14620)  
Assistant Attorneys General  
SEAN D. REYES (7969)  
UTAH ATTORNEY GENERAL  
1594 West North Temple, Suite No. 300  
Salt Lake City, Utah 84116  
Telephone: (801) 538-7227

*Attorneys for the Division of Oil, Gas and Mining*

---

**BEFORE THE BOARD OF OIL, GAS AND MINING  
DEPARTMENT OF NATURAL RESOURCES  
STATE OF UTAH**

---

In the matter of the Request for Agency Action of BERRY PETROLEUM COMPANY, LLC, a wholly owned subsidiary of LINN Energy, LLC as successor in interest to Berry Petroleum Company, for an order force-pooling the interest of all owners refusing or failing to bear their proportionate share of the costs of drilling and operating the wells located in the drilling and spacing units in the E½ of Section 5 and all of Section 7 in Township 6 South, Range 4 West, USM, Duchesne County, Utah.

**DIVISION'S REPLY TO  
BERRY PETROLEUM COMPANY'S  
MOTION TO STRIKE  
  
DIVISION'S RESPONSE TO PROPOSED  
FINDINGS OF FACT, CONCLUSIONS OF  
LAW, AND ORDER**

Docket No. 2014-012

Cause No. 272-04

---

Berry Petroleum Company (Berry) through its counsel has asked the Board of Oil, Gas and Mining (Board) to Strike the Division of Oil, Gas and Mining's (Division's) Response to Berry's Proposed Findings of Fact and Conclusions of Law and Order (Proposed Order).

The Response is appropriate because the Board requested it, Transcript of Record at 95, it is contemplated by the rules, cf. Utah Admin. Code R. R641-109-100 (2012), and it is necessary

to correct the errors the Division believes remain in the Proposed Order. The Response is in no way prejudicial to Berry. Berry complains that the Division's Response raised the same issues, authorities, and arguments that the Division raised at the Hearing. Memorandum in Support of Motion to Strike Division's Response at 2, 3. Berry also complains that the Response is like a traditional memorandum. Id. at 2-4. The Division feels obligated to provide a thorough explanation and legal foundation to its positions for the Board's benefit. Berry is not prejudiced because it can reply and make its arguments. To the extent that Berry desires or feels it needs to reply, the Division has told Berry that it would join any motion Berry felt was necessary to reply to the Division's Response.

Similarly, the Division's public filing of its Response, as if it were a pleading, does not prejudice Berry. The Board abstained from asking that the input be private or nonpublic. And it would have been improper for the Division to communicate to the Board in some other nonpublic way.

In conclusion, the Board should deny the Motion to Strike and consider the input it requested and allow Berry the opportunity to address the issues raised by the Division at the hearing, which were included in the Division's Response.

RESPECTFULLY SUBMITTED this 30<sup>th</sup> day of June, 2014.



Steven F. Alder (0033)  
Douglas J. Crapo (14620)  
Assistant Attorneys General

*Attorneys for the Division of Oil, Gas and Mining*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 1st day of July, 2014, I caused a true and correct copy of the foregoing **DIVISION'S RESPONSE TO BERRY PETROLEUM COMPANY'S MOTION TO STRIKE DIVISION'S RESPONSE TO PROPOSED FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER** for Docket No. 2014-012, Cause No. 272-04 to be mailed via E-Mail, and First Class Mail, with postage prepaid, to the following:

HOLLAND & Hart, LLP  
A. John Davis  
Mark L. Burghardt  
222 South Main Street, Suite 2200  
Salt Lake City, UT 84101

Terry L. Laudick, Senior Landman  
Berry Petroleum Company  
1999 Broadway Street, Suite 3700  
Denver, CO 80202

Michael S. Johnson  
Assistant Attorney General  
Utah Board of Oil, Gas & Mining  
1594 West North Temple, Suite 300  
Salt Lake City, UT 84116  
**[Via Email]**

Steven F. Alder  
Assistant Attorney General  
Utah Division of Oil, Gas & Mining  
1594 West North Temple, Suite 300  
Salt Lake City, UT 84116  
**[Via Email]**

United States of America  
% Bureau of Land Management  
Utah State Office  
440 West 200 South, Suite 500  
Salt lake City, Utah 84101

United States of America  
Bureau of Land Management  
Vernal Field Office  
170 South 500 East  
Vernal, UT 84078

United States of America  
% Ashley National Forest  
Supervisor's Office  
355 North Vernal Ave.  
Vernal, UT 84078

Vintage Petroleum, Inc.  
State Federal Building  
502 S. Main, Suite 400  
Tulsa, OK 74103  
**[Undeliverable]**

The estate of Mary Alice Pendleton  
Poindexter  
4805 Tacoma Blvd.  
Shreveport, LA 71107  
**[Undeliverable]**

Burlington Resources Oil & Gas Company,  
LP  
P.O. Box 51810  
Midland, TX 79710

HEP Partners LP  
500 W Illinois #100  
Midland, TX 79701  
**[Undeliverable]**

Enterprise Gas Company  
2727 N. Loop West  
Houston, TX 77210

Talisman Oil & Gas Co.  
5757 Alpha Rd., Suite 920  
Dallas, TX 75240  
**[Undeliverable]**

Eagle Ridge Oil & Gas, Inc.  
8517 S. 77th E. Place  
Tulsa, OK 74133  
**[Undeliverable]**

CT Corp  
Registered Agent for Burton Hawks, Inc.  
50 West Broadway, 8<sup>th</sup> Floor  
Salt Lake City, UT 84101  
**[Undeliverable]**

Southland Energy Corp.  
1710 Fourth National Bank Building  
16 West 6th Street  
Tulsa, OK 74119  
**[Undeliverable]**

Donna A. Gillespie  
11816 W. 65th Cir.  
Arvada, CO 80004  
**[Undeliverable]**

Burton/Hawks Inc.  
P.O. Box 359  
Casper, WY 82602  
**[Undeliverable]**

T. Keith Marks  
475 Capitol Life Center  
Denver, CO 80203  
**[Undeliverable]**

W.A. Gillespie  
10708 Zuni Drive  
Westminster, CO 80234-3161  
**[Undeliverable]**

Allen Revocable Trust, created under  
Agreement dated May 4, 2006  
1513 Aylesbury Lane  
Plano, TX 75075

